

Bylaws of the Association for Women Geoscientists

Revised November 16, 2018. Revised February 14, 2022. Revised October 26, 2022.

ARTICLE I. GENERAL PROVISIONS

Section 1. Purpose. The Association for Women Geoscientists (hereinafter the “Association”) is an international organization devoted to enhancing the quality and level of participation of women in geosciences and to encouraging girls and young women (including cis-gender, transgender, gender fluid and non-binary persons) to explore geoscience careers.

Section 2. The principal office of the Association shall be in the County of Jefferson, State of Colorado, U.S.A.

ARTICLE II. MEMBERSHIP

Section 1. The Association shall be composed of professional members, early professional members, honorary members, reduced-income members, student members, corporate members, and institutional members (collectively, “members”).

Section 2. Members shall be persons whose professional activities or interests are in keeping with the objectives of the Association. Professional members may elect to become sustaining professional or lifetime members upon payment of the appropriate dues.

Section 3. Early professional members shall be those professional members who earned a baccalaureate, master’s, or doctoral degree within the previous three (3) years.

Section 4. Honorary members shall be individuals who, in the unanimous opinion of the Awards and Appointments Committee and the Executive Committee, have made distinguished contributions to the goals of the Association, which warrant such exceptional recognition. They shall enjoy all the privileges of members but need not pay dues and hereinafter are included in all references to members.

Section 5. Reduced-income members shall be individuals who have retired from professional employment and are fifty-five (55) years of age or older whose interest and expertise are in keeping with the objectives of the Association. Members under fifty-five (55) years of age who are not fully employed may elect this membership category. They shall enjoy all the privileges of members and hereinafter are included in all references to members.

Section 6. Student members shall be students in degree- or certificate-granting programs whose scholastic achievements and interests are in keeping with the objectives of the Association. They shall enjoy all the privileges of members and hereinafter are included in all references to members.

Section 7. Members may choose to affiliate with one (1) local Chapter of the Association. A member who is not affiliated with an Association Chapter shall be considered a Member-At-Large.

Section 8. Each individual member shall have the right to vote and such other rights as provided by these Bylaws or as provided by law. Membership rights and all title to or interest in the Association shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon dissolution of the Association.

Section 9. Corporate members shall be corporations or businesses interested in the activities of the Association. Corporate members shall not have the right to vote or hold office. The privileges and categories of corporate membership shall be determined by the Board.

Section 10. Institutional members shall be nonprofit or educational organizations interested in the activities of the Association. Institutional members shall not have the right to vote or hold office. The privileges and categories of institutional membership shall be determined by the Board.

Section 11. Lifetime members shall be individuals who pay a specified amount of dues to the Association, either as a one-time payment or in equal annual payments distributed over five (5) years. Lifetime members shall enjoy all privileges of members and hereinafter are included in all references to members.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Directors on the Board of the Association shall consist of all Executive Committee Officers (defined in Article IV), regional Delegates (defined in Article III, Section 6), and all official representatives to other societies as further defined in this article. Each Director must be a member in good standing with the Association and shall have one vote on the Board, with the exception of alternate Delegates who shall vote only when either or both Delegates from that region cannot participate. An individual whose current dues to the Association have been paid is in good standing. Any member or any representative of a specific Chapter may attend any Board meeting but only Board members shall be allowed to vote.

Section 2. The Board shall be the governing body of the Association and, subject to the provisions of the Articles of Incorporation and these Bylaws, shall have full control and management of the affairs and funds of the Association. The Board may appoint representatives as necessary to carry out the activities of the Association.

Section 3. Quorum. At any meeting of the Board, the presence of one-third (1/3) of the Directors in person, by remote access, or by proxy shall constitute a quorum for all purposes except amendment of the Bylaws, which shall follow procedures as stated in Article VIII. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the full Board. In the absence of a quorum, any meeting of the Board may be adjourned by the majority vote of the Directors present, and no other business shall be transacted at such a meeting. If a quorum is present, a meeting may be adjourned for other reasons by the majority vote of the Directors present. A meeting may be adjourned in this way without notice other than by announcement at the meeting, unless the adjournment is for more than forty-five (45) days. In this case, absent Directors must be notified of the action. When a previously adjourned meeting is reconvened and a quorum is present, any business on the original meeting agenda may be transacted at the reconvened meeting.

Section 4. Any Delegate who is unable to attend a meeting of the Board either in person or by remote access may be substituted by an elected alternate Delegate for that region. If neither Delegate nor the alternate is able to attend a meeting, they may choose a proxy member from the same region. The name of the proxy candidate must be submitted to the Executive Committee for approval at least one (1) week before the scheduled meeting. Any Officer who is not able to attend may select a proxy who is an active Association member and previously served on the Executive Committee. The name of the proxy candidate must be submitted to the Executive Committee for approval at least one (1) week before the scheduled meeting.

Section 5. Any action which may be taken at any regular or special meeting of the Board may be taken

without a meeting if the Association distributes a ballot to every Director entitled to vote on the matter. Ballots may be distributed electronically or through the mail. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time within which to return the ballot to the Association. The ballots must also specify the date by which they must be received by the Association in order to be counted.

Section 6. Each Region (defined in Article IX) will be represented by two (2) Delegates and one (1) alternate Delegate elected by the members residing in that Region through the process specified in Article V.

Section 7. In the event that a Delegate is unable to complete the term of office, the Board shall appoint the alternate Delegate or a member in good standing to fill the vacancy until the end of the term. If the alternate Delegate is appointed to a Delegate position, or if the alternate Delegate is unable to complete the term of office, the Board may appoint a member in good standing to fill the alternate Delegate position until the next officer election. The President or Past-President will assume the Secretary, Treasurer, Editor, or Communications Coordinator responsibilities until a member is selected to fill the vacancy. In the event that an Officer other than the President or Past-President is unable to complete the term of office, the Board shall appoint a member to fill the vacancy.

Section 8. The Directors shall be informed of time, place, and purposes of any Board meeting not less than twenty (20) days before the meeting. The Board shall meet at least twice a year, in spring and fall. These meetings may be held in person or virtually. An annual business report presenting the financial and organizational status of the Association shall be provided to the members following the Spring meeting.

Section 9. The term of office of a Delegate is three (3) years, beginning September 15th of the year elected and ending September 14th of the third year. To the extent practicable, the terms of the Delegates within each Region will be staggered. After two (2) full successive terms, in addition to any appointed partial term, Delegates must retire from the position for at least one (1) term before running for Delegate again.

Section 10. The Board may remove a Director from office by a two-thirds (2/3) majority recall vote. A recall vote may be initiated by a petition bearing the signatures of at least twenty percent (20%) of the Board. Such vacancies will be filled as described in Article III, Section 7.

Section 11. The official representative(s) from the Association to other professional societies, where that representative has full voting rights on the Boards of the other societies, shall have full voting rights on the Board of the Association if said representative(s) is (are) not already on the Board in some other capacity. Such representative(s) shall be appointed by the Board as described in Article XI, Section 1.

Section 12. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 13. Indemnification by Corporation of Directors, Officers, Employees and other Agents. To the extent that a person, who is, or was, a Director, Officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation

but only to the extent allowed by, and in accordance with, the requirements of the Nonprofit Corporation Law in the state of corporation.

Section 14. Directors shall disclose all actual and potential conflicts of interests that may affect their ability to serve in their elected capacity.

ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The Officers shall be the President, President-Elect, Past President, Secretary, Treasurer, Editor, and Communications Coordinator. Additional officers may be proposed to the membership by the Board. All Officers shall be elected by the procedures contained in these Bylaws, with the exception that, once elected as President-Elect, this Officer shall automatically become President the second year and Past President the third year. All Officers must be members in good standing of the Association.

Section 2. The Executive Committee shall consist of all Officers of the Association. When the Board is not in session, the Executive Committee shall have full authority, subject only to the instructions of the Board, to exercise all the powers of the Board except those reserved by these Bylaws and by any policies of the Association. The Executive Committee may vote on any matter by mail, email, electronic conferencing, or in person. All actions of the Committee shall require a majority vote of all members of the Committee.

Section 3. The President shall call the meetings of, and shall act as presiding officer at, all meetings of the Association, the Board, and the Executive Committee. The President shall manage the affairs of the Association and ensure that the policies and decisions of the Board and the Executive Committee are implemented. The President shall represent the Association to external entities. The President shall also discharge any additional duties of the office of President, as prescribed by the policies of the Association.

Section 4. The President-Elect shall be responsible for researching the legal responsibilities of the Association and is responsible for "growing" the Association. The President-Elect shall discharge the duties of the President in case of absence or disability of the latter. The President-Elect shall perform other duties as assigned by the President and as prescribed by the policies of the Association.

Section 5. The Secretary shall be responsible for keeping records of Association meetings, archiving Association material, and maintaining the Bylaws. The Secretary shall notify the membership of elections and meetings, provide other communications requested by the Executive Committee or the Board, and perform other duties as prescribed by the policies of the Association.

Section 6. The Treasurer shall have custody of all Association funds and oversee and keep detailed accounts of receipts and disbursements of funds. The Treasurer shall prepare a budget for Board approval and submit a financial report to the Board at each of its biannual meetings. At the Spring meeting, the Treasurer shall submit a financial report to the Board covering the previous 2 years. The Treasurer shall oversee fundraising efforts and perform additional duties prescribed by the policies of the Association.

Section 7. The Editor shall be responsible for *Gaea* and any other Association publications or public communications, and shall perform other duties as prescribed by the policies of the Association or as requested by the Executive Committee or the Board. The Editor may appoint assistant editors to carry out tasks related to Association publications.

Section 8. The Communications Coordinator will be the primary webmaster for the Association website, tasked to update and maintain information on the site to ensure resources are available and

relevant to all Association members. Additional duties include coordinating media (social and other) communications with the Secretary, Editor, and related committees and assisting Chapters with related media outreach programs. The Communications Coordinator may appoint assistant coordinators to carry out tasks related to Association website and social media.

Section 9. In the event of death or resignation of the President, the President-Elect shall immediately succeed to the office and title of President. Should the President-Elect be unable to serve in that capacity, the duties and title of President shall fall to the Past President.

Section 10. The Past President shall attend all meetings of the Board, shall chair the nominating committee, and shall assist or advise on special projects at the request of the President or the Board. Should the Past President be unable to serve, the President shall appoint a person to fulfill the duties.

Section 11. The term of office of the President-Elect, President, and Past President shall be one (1) year, beginning September 15th and ending September 14th of the following year. The term of office of the Secretary, Treasurer, Editor, and Communications Coordinator shall be two (2) years, beginning September 15th and ending September 14th of the second year. The terms of the Secretary and Editor shall be staggered to begin in alternate years to provide continuity. No person may serve in any one office consecutively for more than two (2) full terms in addition to any appointed partial term.

Section 12. Delegation of authority. To conduct the Association's business, the Board or individual Officers may delegate tasks to individuals and/or committees. The Board retains oversight and the Officers retain responsibility for those aspects of Association business described in Article IV, Sections 3, 4, 5, 6, 7, 8, 9, and 10.

ARTICLE V. ELECTION OF OFFICERS

Section 1. Each year, a nominating committee, chaired by the Past-President and including at least two (2) additional Directors, shall select at least one (1) but not more than two (2) candidates from the membership of the Association for each of the Officer positions. All candidates must be members in good standing. Any member in good standing may nominate a member in good standing as a candidate for regional Delegate. The nominating committee shall select at least one (1) but not more than two (2) candidates for each regional Delegate and for each alternate Delegate. A call for nominations will be published in Association venues in a timely fashion and no later than January 31st.

Section 2. The candidates shall be announced in summer issues of E-News and/or *Gaea* and a ballot will be sent no later than July 31st.

Section 3. Additional nominations may be made by a write-in on the ballot.

Section 4. The ballots shall be returned before the date specified on the ballot to the Association for tallying. The ballots will be made available to the Executive Committee and the Board for review if they desire. After certification of election results, the ballots, written and electronic, shall be destroyed.

Section 5. Only members in good standing shall vote.

Section 6. The candidates receiving the highest number of ballot votes shall be duly elected to the office for which they are running. All candidates and the membership shall be notified of the results of an election in a timely manner.

ARTICLE VI. FINANCES

Section 1. The fiscal year of the Association shall begin on January 1st of each year.

Section 2. The financial position of the Association and a current financial statement shall be reviewed at the Spring and Fall meetings of the Board.

Section 3. The Treasurer shall have financial authority over the Association's funds. Only the Treasurer, the President, or the business representative approved by the Executive Committee shall make payments, withdrawals, or issue checks from these funds.

ARTICLE VII. DUES

Section 1. Dues shall be paid annually. Members shall be considered in good standing when dues are paid.

Section 2. The annual dues for members from whom the Association collects dues will be determined by vote of the Board.

ARTICLE VIII. AMENDMENTS TO THE BYLAWS

Section 1. Amendments may be initiated by any Director, by a petition bearing the signatures of at least ten percent (10%) of the membership, or by a majority vote of members attending a business meeting at which the proposal is presented.

Section 2. The Bylaws may be amended by a majority vote of the Board, provided that prior notice of the proposed change is made to the Board not less than twenty (20) days preceding a Board meeting. Without prior notice, amendments require a two-thirds (2/3) vote of the Board.

Section 3. The Bylaws shall be reviewed every five (5) years by an ad hoc committee, which will be responsible for revising the Bylaws if necessary. The committee will communicate changes and distribute the documents to the Board and the Association membership for comments. The Board will approve the final revisions by a two-thirds (2/3) vote.

Section 4. On any matter that is required by law or by these Bylaws to be put to a membership vote, the Board must first approve the proposed amendment. Voting shall be in accordance with procedures outlined in Article III, Section 5 of these Bylaws.

ARTICLE IX. REGIONS AND CHAPTERS

Section 1. The Association membership shall be grouped into Regions for representation by Delegates on the Board based on the mailing address supplied to the Association, unless a member chooses to affiliate with a different Region. Each region will be represented on the Board as described in Article III, Section 6. Regions are defined as follows:

Pacific Region: In the United States: Alaska, California, Hawaii, Nevada, Oregon, Washington, Arizona, and the U.S. Pacific Island territories. In Canada: British Columbia, the Yukon Territory, the Northwest Territories, and the Nunavut Territory. In Mexico: The Distrito Federal and the states of Aguascalientes, Baja California , Baja California Sur, Chiapas, Colima, Durango, Guanajuato, Guerrero, Hidalgo, Jalisco, México State, Michoacán, Morelos, Nayarit, Oaxaca, Puebla, Querétaro, San Luis Potosí, Sinaloa, Sonora, Tlaxcala, and Zacatecas.

Rocky Mountain Region: In the United States: Colorado, Idaho, Montana, New Mexico, North Dakota, South Dakota, Utah, and Wyoming. In Canada: Alberta and Saskatchewan. In Mexico: Chihuahua.

North Central Region: In the United States: Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Nebraska, Ohio, and Wisconsin. In Canada: Manitoba and Ontario.

South Central Region: In the United States: Arkansas, Kansas, Louisiana, Oklahoma, and Texas. In Mexico: Coahuila, Nuevo León, Tabasco, Tamaulipas, and Veracruz.

Northeastern Region: In the United States: The District of Columbia, Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont. In Canada: The provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island, and Quebec.

Southeastern Region: In the United States: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, the Commonwealth of Puerto Rico, and the U.S. Virgin Islands. In Mexico: Campeche, Quintana Roo, and Yucatán.

Global Region: All countries outside of the United States, Canada, and Mexico.

Section 2. A Chapter is a local organization formed by a group of Association members. Chapters may be Rebate, Standard, or Student. A Rebate Chapter may receive a dues rebate and must be based within the United States (see Section 5). A Standard Chapter is any Chapter that does not receive a dues rebate, including Chapters located outside the United States. A Student Chapter is a Standard Chapter affiliated with an educational institution. Application packages for new Chapters must be approved by a majority vote of the Board.

Section 3. The interests and goals of the Chapters must be in keeping with those of the Articles of Incorporation and Bylaws of the Association. Chapter requirements shall be determined by the Board. Each Association Chapter shall be bound by the Bylaws of the Association except that, if any provision of the Bylaws is contrary to the laws of the country, state, or province in which the Chapter is organized, that Chapter shall notify the Association in writing of the need to conform to such laws.

Section 4. Chapters shall submit Chapter Bylaws to their Regional Delegates and the Association Secretary for review and approval. A Chapter's Bylaws must not conflict with the Association Bylaws. Chapter Bylaws shall be stored in a location where all Board members can access them.

Section 5. Rebate Chapter Finances: A portion, as determined by the Board, of Rebate Chapter member Association dues is rebated to the Chapter on a per capita basis at the request of the Chapter. Chapters must request funds by March 15 each year. In order to be eligible for rebates, all required Chapter reporting forms must have been submitted, and a current copy of Chapter Bylaws must be on file with the Association Secretary.

Section 6. Global Chapter Sponsorship: Eligible Global Chapters can apply for Global Chapter Sponsorship. Eligibility is defined by national and international law and subject to approval by the Board. Sponsorship will provide financial assistance to support Chapter activities. Global Chapters can apply for this Sponsorship one year after Chapter establishment. Requirements for Sponsorship application include submission of three (3) documents: annual activities report, financial report, and current Chapter officer report. Bylaws for any Chapter requesting Sponsorship must also be current. Monetary amount of Sponsorship will be determined by the Board on an annual basis, when the annual budget is approved. All funds will be dispersed in US currency and must comply with all national and international law.

Section 7. Each Chapter shall have a Chapter Executive Committee, which shall consist of at least three (3) members from that Chapter. For Rebate Chapters, these members shall be elected officers fulfilling the duties of President, Secretary, and Treasurer. For Standard and Student Chapters, these members shall be elected officers fulfilling the duties of President, and two other positions as determined by the Chapter's

goals and requirements. Additional Chapter officers could include such positions as Vice President, Secretary, Editor, or Communications Coordinator. Terms of office, roles of officers and additional Executive Committee members shall be as specified in the Chapter Bylaws.

Section 8. The Chapter Executive Committee members shall be members of the Association in good standing. They shall be elected by members affiliated with the Chapter in accordance with procedures outlined in the Chapter Bylaws or as specified in Article V, Sections 4, 5, and 6 of these Bylaws. The results of the election shall be reported in a timely manner to the Association and to the members affiliated with the Chapter.

Section 9. The Chapter President shall discharge the usual duties of the office of President and act as presiding officer at all meetings of the Chapter.

Section 10. Other Chapter officers shall discharge their duties as specified in the Chapter Bylaws and will communicate with the appropriate Association officers.

Section 11. For Rebate Chapters, the Chapter Treasurer shall have custody of all funds of the Chapter. The Chapter Treasurer shall keep account of receipts and disbursements and submit this account to the Chapter Executive Committee and members affiliated with the Chapter. A Chapter Treasurer from Rebate Chapters shall be required to send a financial report covering all income and expenses or other disbursements every six (6) months to the Association Treasurer and their regional Delegates, or as required by the Board. A Rebate Chapter Treasurer shall be responsible for all income reporting and tax requirements of the jurisdiction under which the Chapter is organized, so this requirement is met for United States tax reporting obligations when the regular financial reports are submitted.

Section 12. The Chapter Executive Committee may appoint standing committees to fulfill their obligations and/or further their goals. No committee activities shall be contrary to the policies of the Association.

Section 13. The Chapter Executive Committee shall submit biannual activity reports to their regional Delegates and the Association Secretary as required by the Association.

Section 14. Minimum requirements to maintain a Chapter in active status include membership in the Association of three (3) officers, submission of Chapter officer reports, and submission of the Chapter biannual reports. Rebate Chapters and Global Chapters that received a Sponsorship must also submit financial reports twice a year to maintain active status.

Section 15. An inactive or unresponsive Chapter that does not meet Association minimum requirements for maintaining active Chapter status may be put on probation for one (1) year before a Chapter is dissolved. If a Rebate Chapter is unresponsive for (1) year, it shall be put on probation. The Board will evaluate reformation efforts after one year on probation to determine Chapter status. At that time, a Chapter that still fails to meet Association minimum requirements may be dissolved with approval of two-thirds (2/3) of the total number of the Directors of the Association. A Chapter with no members registered with the Association for two full membership years may be dissolved by the Board.

Section 16. A Chapter may be dissolved by a majority vote of the members affiliated with the Chapter sixty (60) days after they are notified of the proposed action, and with approval of two-thirds (2/3) of the total number of the Directors of the Association, subject to standard policy guidelines established by the Board. Dissolution of a Chapter shall be in accordance with the rules governing non-profit organizations within the jurisdiction under which the Chapter was formed. Upon dissolution, all financial assets of a Rebate Chapter shall be immediately turned over to the Association and shall be added to the general

fund.

ARTICLE X. DISSOLUTION OF THE ASSOCIATION

Section 1. This Association may dissolve by approval by a two-thirds (2/3) majority of all members, or by approval of the Board and a majority of all the members.

Section 2. Upon dissolution, all financial assets of the Association remaining after payment of all its debts and liabilities and subject to complying with the provisions of any trust under which such assets are held shall be donated to a nonprofit organization specified by the Board whose purposes are consistent with those of the Association and which has established tax exempt status under the United States Internal Revenue Code.

ARTICLE XI. ASSOCIATED OR AFFILIATED SOCIETIES

Section 1. The Board may arrange for association, affiliation, or membership of the Association with (or in) any duly organized professional societies or groups. Any association, affiliation or membership with (or in) any duly organized professional society or group shall be arranged and approved by the Board with a majority vote.

Section 2. The terms of association, affiliation, or membership must provide that the Association shall have the right to dissolve such association, affiliation, or membership at any time, subject only to the payment of any sums it may legally owe the associated, affiliated, or parent group or society.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order shall govern the Association's annual business meeting and Board meetings, when applicable, so long as they are not inconsistent with these Bylaws and with any policies of the Association.

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